

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN )  
 ) ss:  
COUNTY OF OAKLAND )

Denice M. LeVasseur, being duly sworn, deposes and says:

1. I am a principal of LeVasseur & LeVasseur, P.C. which firm maintains offices at 28105 Greenfield, Ste. 120, Southfield, MI 48076.
2. Neither I, LeVasseur & LeVasseur, P.C., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. LeVasseur & LeVasseur, P.C., has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and LeVasseur & LeVasseur, P.C., has agreed to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and LeVasseur & LeVasseur, P.C. proposes to render the following services to the Debtors: Legal services.
5. LeVasseur & LeVasseur, P.C.'s current fees arrangement is \$90.00 per hour.
6. Except as set forth herein, no promises have been received by LeVasseur & LeVasseur, P.C. or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. LeVasseur & LeVasseur, P.C. has no agreement with any entity to share with such

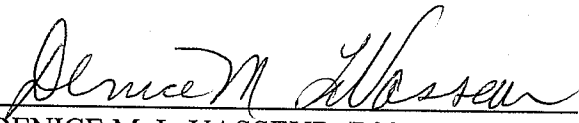
entity any compensation received by LeVasseur & LeVasseur, P.C.

8. LeVasseur & LeVasseur, P.C. and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. LeVasseur & LeVasseur, P.C. does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

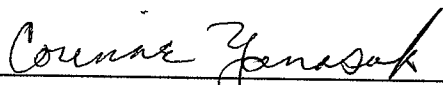
9. Neither I, LeVasseur & LeVasseur, P.C., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which LeVasseur & LeVasseur is to be engaged.

10. The foregoing constitutes the statement of LeVasseur & LeVasseur, P.C. pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
DENICE M. LeVASSEUR (P32137)  
LeVasseur & LeVasseur, P.C.  
28105 Greenfield, Ste. 120  
Southfield, MI 48076  
248.569.2868

Subscribed and sworn before me  
this 16th day of December, 2005

  
Notary Public Acting in Oakland County  
My commission expires: 8/23/11

## STATE OF MICHIGAN

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SOUTHERN DISTRICT OF NEW YORK**

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Debtors.	:	(Jointly Administered)
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## PROOF OF SERVICE

STATE OF MICHIGAN)  
                                ) ss  
COUNTY OF OAKLAND)

Corinne Yanasak being duly sworn, deposes and says that on the 14th day of December, A.D., 2005, she served a true copy of Affidavit of Legal Ordinary Course Professional, of which the original is annexed, upon:

**See attached Sheet**

that being their address, and depositing the same in the United States Post Office in the City of Southfield, with postage fully prepaid thereon.

CORINNE YANASAK

Subscribed and sworn to before me  
the 14th day of December,  
A.D. 2005.

Acting in the County of Oakland  
My commission expires: 11/1/2011

**My commission expires:**

Delphi Corporation  
the Debtors  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Skadden, Arps, et al  
counsel to the Debtors  
Attn: John Wm. Butler, Jr., Esq.  
333 W. Wacker Dr., Ste. 2100  
Chicago, IL 60606

Office of U.S. Trustee for the  
Southern District of New York  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall St., Ste. 2100  
New York, NY 10044

Latham & Watkins  
counsel to the official committee of unsecured creditors (The "Creditors' Committee")  
Attn: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Simpson Thacher & Bartlett LLP  
counsel for the agent under the Debtors' prepetition credit facility  
Attn: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

Davis Polk & Wardell  
counsel for the agent under the Debtors' postpetition credit facility  
Attn: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

The Fee Committee, to the extent not duplicative of the foregoing list  
(collectively, the "Interested Parties")